

# **Exhibit 121 Part 2**

Form **W-9**  
(Rev. August 2013)  
Department of the Treasury  
Internal Revenue Service

## Request for Taxpayer Identification Number and Certification

Give Form to the  
requester. Do not  
send to the IRS.

Print or type  
See Specific Instructions on page 2.

Name (as shown on your income tax return) <b>Bareroot Capital Investments LLC Roth 401K Plan</b>	
Business name/disregarded entity name, if different from above	
<p>Check appropriate box for federal tax classification:</p> <p><input type="checkbox"/> Individual/sole proprietor    <input type="checkbox"/> C Corporation    <input type="checkbox"/> S Corporation    <input type="checkbox"/> Partnership    <input type="checkbox"/> Trust/estate</p> <p><input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ►</p> <p><input checked="" type="checkbox"/> Other (see instructions) ►</p>	
Trust	Exemptions (see instructions):  Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____
Address (number, street, and apt. or suite no.) <b>c/o Bareroot Capital Investments LLC, 425 Park Ave Ste 17A</b>	Requester's name and address (optional)
City, state, and ZIP code <b>New York, NY 10022</b>	
List account number(s) here (optional)	

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number		
	-	-

Employer identification number									
4	7	-	1	3	6	2	6	2	0

### Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ►
--------------	-------------------------------

Date ►

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** The IRS has created a page on IRS.gov for information about Form W-9, at [www.irs.gov/w9](http://www.irs.gov/w9). Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

### Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

IN WITNESS WHEREOF, the party has entered into this Agreement as of the date and year first above set forth.

---

David Zelman, Manager and Member

BAREROOT CAPITAL INVESTMENTS LLC

ROTH 401(K) PLAN

Established as of January 1, 2014

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All Rights Reserved.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed this \_\_\_\_\_  
day of \_\_\_\_\_, 2014.

BAREROOT CAPITAL INVESTMENTS LLC:

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

TRUSTEES

\_\_\_\_\_  
David B. Zelman

The undersigned agree to be bound by the terms of the foregoing addenda to the Plan and acknowledge receipt of same. The addenda are executed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

BAREROOT CAPITAL INVESTMENTS LLC

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

✓4/02/2024

**BAREROOT CAPITAL INVESTMENTS LLC  
FORMAL RECORD OF ACTION**

The following is a formal record of action taken by the governing body of Bareroot Capital Investments LLC (the "Company").

With respect to the adoption of the Bareroot Capital Investments LLC Roth 401(k) Plan (the "Plan"), the following resolutions are hereby adopted:

**RESOLVED:** That the Plan be adopted in the form attached hereto, which Plan is hereby adopted and approved;

**RESOLVED FURTHER:** That the appropriate officers of the Company be, and they hereby are, authorized and directed to execute the Plan on behalf of the Company;

**RESOLVED FURTHER:** That David B. Zelman is hereby appointed as the Trustee of the Plan; and

**RESOLVED FURTHER:** That the officers of the Company be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports documents or other information as may be required under applicable law.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
David B. Zelman

V-4.02

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GUNDERSON 00008676

CONFIDENTIAL

## CERTIFICATION OF TRUST

I, **David Zelman**, trustee of the **Cantata Industries LLC Roth 401K Plan** confirm the following facts:

1. The **Cantata Industries LLC Roth 401K Plan** is currently in existence and was created on **July 17, 2014**.
2. The settlor/grantor/trustor of the trust is:  
**Cantata Industries LLC**
3. The currently acting trustees of the trust are:  
**David Zelman**
4. The address of the trustee is:  
**c/o 425 Park Avenue  
New York, NY 10022**
5. The power of the trustee includes: **The powers to sell, convey, exchange, borrow money, and encumber the trust property with a deed of trust or mortgage.**
6. Type of Trust: **Irrevocable**
7. The federal ID number of the trust is: **47-1352152**
8. Title to trust assets shall be taken in the following fashion:  
**Cantata Industries LLC Roth 401K Plan**
9. The Successor Trustee(s) is/are: \_\_\_\_\_

The undersigned trustee hereby declares that the trust has not been revoked, modified, or amended in any manner which would cause the representations contained herein to be incorrect.

\_\_\_\_\_  
**David Zelman**

\_\_\_\_\_  
Date

(This form must be acknowledged before a notary public)

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_)

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me a notary public, the undersigned, personally appeared \_\_\_\_\_ known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

\_\_\_\_\_  
Notary Public Signature

Notary Public Seal:

<b>Form W-9</b> (Rev. August 2013) Department of the Treasury Internal Revenue Service	<b>Request for Taxpayer Identification Number and Certification</b>	<b>Give Form to the requester. Do not send to the IRS.</b>
<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">           Name (as shown on your income tax return)         </div> <b>Cantata Industries LLC Roth 401K Plan</b> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">           Business name/disregarded entity name, if different from above         </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;">           Check appropriate box for federal tax classification:         </div> <div style="flex: 1; text-align: right;">           Exemptions (see Instructions):         </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <input type="checkbox"/> Individual/sole proprietor             <input type="checkbox"/> C Corporation             <input type="checkbox"/> S Corporation             <input type="checkbox"/> Partnership             <input type="checkbox"/> Trust/estate         </div> <div style="flex: 1; text-align: right;">           Exempt payee code (if any) _____         </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ►         </div> <div style="flex: 1; text-align: right;">           Exemption from FATCA reporting code (if any) _____         </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;"> <input checked="" type="checkbox"/> Other (see Instructions) ►         </div> <div style="flex: 1; text-align: right;"> <b>Trust</b> </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;">           Address (number, street, and apt. or suite no.)  <b>c/o Cantata Industries LLC, 425 Park Ave Ste 17A</b> </div> <div style="flex: 1; text-align: right;">           Requester's name and address (optional)         </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;">           City, state, and ZIP code  <b>New York, NY 10022</b> </div> <div style="flex: 1; text-align: right;"> </div> </div> <div style="display: flex; justify-content: space-between;"> <div style="flex: 1;">           List account number(s) here (optional)         </div> <div style="flex: 1; text-align: right;"> </div> </div>		
Print or type <b>See Specific Instructions on page 2.</b>		

**Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

**Social security number**

Employer identification number

## Part II      Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below), and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

**Sign Here** **Signature of U.S. person ►** **Date ►**

## General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

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## Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, payments made to you in settlement of payment card and third party network transactions, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued);
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the

withholding tax on foreign partners' share of effectively connected income, and

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

**Note.** If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

**CANTATA INDUSTRIES LLC ROTH 401(K) PLAN**

Established as of January 1, 2014

Copyright 2002-2014

All Rights Reserved.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed this \_\_\_\_\_  
day of \_\_\_\_\_, 2014.

CANTATA INDUSTRIES LLC:

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

TRUSTEE:

\_\_\_\_\_  
David B. Zelman

The undersigned agree to be bound by the terms of the foregoing addenda to the Plan and acknowledge receipt of same. The addenda are executed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

CANTATA INDUSTRIES LLC

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

V4.024.02

**CANTATA INDUSTRIES LLC  
FORMAL RECORD OF ACTION**

The following is a formal record of action taken by the governing body of CANTATA INDUSTRIES LLC (the "Company").

With respect to the adoption of the CANTATA INDUSTRIES LLC ROTH 401(k) PLAN (the "Plan"), the following resolutions are hereby adopted:

**RESOLVED:** That the Plan be adopted in the form attached hereto, which Plan is hereby adopted and approved;

**RESOLVED FURTHER:** That the appropriate officers of the Company be, and they hereby are, authorized and directed to execute the Plan on behalf of the Company;

**RESOLVED FURTHER:** That David B. Zelman is hereby appointed as the Trustee of the Plan; and

**RESOLVED FURTHER:** That the officers of the Company be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports documents or other information as may be required under applicable law.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
David B. Zelman

V-4.02

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IN WITNESS WHEREOF, the party has entered into this Agreement as of the date and year first above set forth.

---

David Zelman, Manager and Member

Form  
W-9  
(Rev. August 2013)  
Department of the Treasury  
Internal Revenue Service

## Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) <b>Vanderlee Technologies Pension Plan Trust</b>	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate  <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ►	
	<input checked="" type="checkbox"/> Other (see instructions) ►	
	Address (number, street, and apt. or suite no.) <b>6319 Mill Point Circle</b>	
	City, state, and ZIP code <b>Dallas, TX 75246</b>	
	List account number(s) here (optional)	
	<b>Trust</b>	
	Requester's name and address (optional)	
Exemptions (see instructions):  Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____		

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number									
		-		-					
Employer identification number									
4	6	-	2	0	7	8	7	9	6

### Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
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**Sign Here**      **Signature of U.S. person** ►

Date ►

### General Instructions

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- A domestic trust (as defined in Regulations section 301.7701-7).

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## Appendix A

<u>AUTHORISED SIGNATORIES OF TRUST</u>		
Full Name	Date of Appointment	Signature
David Zelman		

Each copy signature shown above is a true and accurate copy signature of the named Authorised Signatory.

Name of Trustee: David Zelman

Signature of Trustee: \_\_\_\_\_

## Appendix B

<u>AUTHORISED TRADERS OF TRUST</u>		
Full Name	Date of Appointment	Signature
John H. van Merkenstijn, III		

Each copy signature shown above is a true and accurate copy signature of the named Authorised Trader.

Name of Trustee: David Zelman

Signature of Trustee: \_\_\_\_\_

Appendix B

<u>AUTHORISED TRADERS OF TRUST</u>		
Full Name	Date of Appointment	Signature
Richard Markowitz		

Each copy signature shown above is a true and accurate copy signature of the named Authorised Trader.

Name of Trustee: David Zelman

Signature of Trustee: \_\_\_\_\_

**LIMITED POWER OF ATTORNEY**

**WHEREAS**, David Zelman, of 6319 Mill Point Circle, Dallas, Texas 75248 (the “Principal”), intends to, either directly or indirectly, through entities beneficially owned by him or established by him, including one or more limited liability companies and related qualified pension plans under Section 401(a) of the Internal Revenue Code of 1986, as amended (the “Entities”), enter into agreements to purchase stock in one or more publically traded companies (on margin or otherwise), enter into forward sales contracts in respect of one or more publically traded companies, enter into one or more notional principal contracts, and open one or more custody accounts with such institutions to accomplish the foregoing, including, without limitation, with Solo Capital Limited and Solo Capital Partners LLP, and to execute such documents and agreements as shall be necessary to implement the foregoing (the “Transactions”).

**WHEREAS**, the Principal intends to execute, or cause to be executed, any and all documentation necessary to establish bank, investment, security, and/or custody accounts, both foreign and domestic, for the purposes of implementing the foregoing, with such financial institutions or brokers to implement the Transactions, including, without limitation, with Solo Capital Limited and Solo Capital Partners LLP (collectively the “Financial Institutions”).

**WHEREAS**, the Principal desires to appoint Michael Ben-Jacob, of c/o Kaye Scholer, 425 Park Avenue, New York, NY 10022 to be his true and lawful agent and attorney-in-fact (the “Agent”) as more specifically provided below in respect of the Transactions.

**NOW, THEREFORE**, by this Power of Attorney made effective as of the 30th day of June 2014, the Principal hereby appoints the Agent with full power and authority for him and in his name and on his behalf to:

1. Execute any and all documents and forms related to the organization and establishment of the Entities.
2. Execute any and all forms and documents with the Financial Institutions as shall be necessary to establish bank, investment, security, and/or custody accounts with said Financial Institutions, including, but not limited to, any such documents that are required to appoint an authorized trader under any applicable account opening documents.
3. Execute any and all forward sales contracts, security lending agreements, guarantee deeds, custody agreements, tax reclaim agreements and any such other related documents in connection with the Transactions.
4. Execute, or cause to be executed, any and all documentation related to the foregoing or reasonably necessary to implement the foregoing.

**Other Powers of Attorney**. This Power of Attorney shall not revoke any prior Power of Attorney appointing any other attorney-in-fact or agent of the Principal, and any two such attorneys-in-fact or agents that have been granted concurrent authority may act separately.

**Indemnity**. The Principal agrees to indemnify any third party for any claims that may arise against the third party because of reliance on this Power of Attorney. The Principal understands that any termination of this Power of Attorney, whether the result of the Principal’s revocation of the Power of Attorney or

otherwise, is not effective as to a third party until the third party has actual notice or knowledge of the termination.

The Principal, expressly warrants, represents and agrees to indemnify the Agent, if the Agent is or was a party to or witness or other participant in, or is threatened to be made a party to or witness or other participant in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative for any action or inaction on the part of the Agent in connection with this Power of Attorney against any expenses (including attorneys' fees and costs), judgments, fines, any interest, assessments, and other charges and amounts paid in settlement or actually incurred by the Agent in connection with that action, suit or proceeding except to the extent that there is a final unappealable judicial determination based on clear and convincing evidence (1) that the Agent's conduct was not taken in good faith or constitutes willful misconduct, or (2) with respect to any criminal action, proceeding or investigation that the Agent had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Agent did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the Agent's conduct was unlawful. All costs and expenses of indemnification as provided by this paragraph, including legal fees, shall be paid currently by the Principal as they are incurred by the Agent until it shall ultimately be determined that the Agent is not entitled to be indemnified by the Principal against such expenses. At all times, the Agent shall be free to employ counsel of his choosing. The Agent shall be under no obligation to refund these payments (or to post security for refunding) unless and until there is an affirmative, final and unappealable finding by a court of competent jurisdiction that the Agent's conduct complained of in the litigation constituted bad faith or willful misconduct.

**Governing Law.** This Power of Attorney (and any dispute, controversy, proceedings or claim of whatever nature arising out of or in any way relating to this Power of Attorney, its subject matter or its formation, (including non-contractual disputes or claims)) shall be governed by and construed in accordance with the law of the State of New York.

*{Signature Page to Follow}*

**IN WITNESS WHEREOF**, the parties have executed this Power of Attorney effective as of the date first written above.

**PRINCIPAL**

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DAVID ZELMAN

**AGENT**

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MICHAEL BEN-JACOB